

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York
(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Automotores Gildemeister SpA

2. All other names debtor used in the last 8 years Automotores Gildemeister S.A.
Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 79.649.140-K

4. Debtor's address

Principal place of business	Mailing address, if different from principal place of business
Avenida Las Condes 11.000	
Number Street	Number Street
Borough of Las Condes, Metropolitan Region.	
	P.O. Box
Santiago Chile	
City State ZIP Code	City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street
City State ZIP Code

5. Debtor's website (URL) https://www.gildemeister.cl/

Debtor Automotores Gildemeister SpA

Name

Case number (if known)

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

7. Describe debtor's business*A. Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4 4 1 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. *Check all that apply:*

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ A plan is being filed with this petition.
- ☒ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

Debtor Automotores Gildemeister SpA Case number (if known) _____
Name

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years? ☒ No
☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
If more than 2 cases, attach a separate list. District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? ☐ No
☒ Yes. Debtor See attached Schedule 1 Relationship Affiliate
District Southern District of New York When Date hereof
MM / DD / YYYY
List all cases. If more than 1, attach a separate list. Case number, if known _____

11. Why is the case filed in this district? Check all that apply:
☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? ☒ No
☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.
Why does the property need immediate attention? (Check all that apply.)
☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
☐ It needs to be physically secured or protected from the weather.
☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
☐ Other _____

Where is the property? _____
Number Street

City State ZIP Code

Is the property insured?
☐ No
☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

Debtor Automotores Gildemeister SpA Case number (if known) _____
Name

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/12/2021
MM / DD / YYYY

x

Signature of authorized representative of debtor

Eduardo Moyano

Printed name

Title Chief Financial Officer

Debtor Automotores Gildemeister SpA Case number (if known) _____
Name

18. Signature of attorney

X /s/ Jane VanLare
Signature of attorney for debtor

Date 04/12/2021
MM / DD / YYYY

Jane VanLare

Printed name

Cleary Gottlieb Steen & Hamilton

Firm name

1 Liberty Plaza

Number Street

New York

City

NY 10006

State ZIP Code

2122252872

Contact phone

jvanlare@cgsh.com

Email address

4610655

Bar number

New York

State

SCHEDULE 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”), filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York. The Debtors have moved for joint administration of these cases for procedural purposes only under the case number assigned to the chapter 11 case of Automotores Gildemeister SpA.

1. Automotores Gildemeister SpA
2. Marc Leasing S.A.
3. Comercial Gildemeister S.A.
4. Maquinarias Gildemeister S.A.
5. Fortaleza S.A.
6. RTC S.A.
7. Maquinaria Nacional S.A.
8. Carneister S.A.
9. AG Créditos SpA
10. Fonedar S.A.
11. Lodinem S.A.
12. Camur S.A.
13. Bramont Montadora Industrial e Comercial de Veículos S.A.

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

-----	X	
	:	
<i>In re</i>	:	Chapter 11
Automotores Gildemeister SpA, <i>et al.</i> ,	:	
	:	Case No. 21 - ____ (____)
Debtors.	:	Joint Administration Requested
	:	
	:	
-----	X	

CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the Debtor's equity interests:

Shareholder	Approximate Percentage of Equity Interests Held
Elliot International LP	34% of Class C equity interests
Global Holdings Enterprises Inc.	38% of Class D equity interests
Maples Trustee Services (Cayman) Limited	24% of Class D equity interests
Minvest S.A.	100% of Class A equity interests
MMI 110 Investment Holdings Designated Activity Company	15% of Class C equity interests
The Liverpool Limited Partnership	15% of Class C equity interests
World International Investments Corporation	38% of Class D equity interests

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Automotores Gildemeister SpA, *et al.*,¹

Debtors.

Chapter 11

Case No.: 21-[●]

Joint Administration Pending

**CONSOLIDATED LIST OF CREDITORS
HOLDING FIVE LARGEST SECURED CLAIMS**

The following is a list of those creditors holding the five largest secured claims against the Debtors, on a consolidated basis, excluding claims of insiders as defined in 11 U.S.C. § 101(31), as of April 12, 2021. This list has been prepared from the books and records of the Debtors for filing in the Debtors' chapter 11 cases.

The information set forth herein shall not constitute an admission of liability by, nor is binding on, the Debtors, nor shall it bind the Debtors or their estates as to the amount, nature and status of any claim. Any amounts listed herein are estimated, on a preliminary basis, and subject to verification. The Debtors reserve any and all rights to assert that any debt or claim included herein is a disputed claim or debt, and to challenge the priority, nature, amount or status of any such claim or debt. The descriptions of the collateral securing the underlying obligations are intended only as brief summaries. In the event of any inconsistencies between the summaries

¹ The Debtors, together with each of the Debtor's Chilean, Brazilian, and/or Uruguayan tax identification number, as applicable, are: Automotores Gildemeister SpA (79.649.140-K), AG Créditos SpA (76.547.689-5), Marc Leasing, S.A. (96.658.270-7), Fonedar S.A. (216288040014), Camur S.A. (216589740015), Lodinem S.A. (217115010014), Carmeister S.A. (96.630.690-7), Maquinaria Nacional S.A. (Chile) (96.812.980-5), RTC S.A. (89.414.100-K), Fortaleza S.A. (76.856.380-2), Maquinarias Gildemeister S.A. (78.862.000-8), Comercial Gildemeister S.A. (76.856.310-1), and Bramont Montadora Industrial e Comercial de Vehiculos S.A. (04.926.142/0002-16). The location of the corporate headquarters and the service address for Automotores Gildemeister SpA is: 11000 Avenida Las Condes Vitacura, Santiago, Chile.

set forth below and the respective corporate and legal documents relating to such obligations, the descriptions in the corporate and legal documents shall control.

	Name of Creditor and Complete Mailing Address	Claim Amount	Collateral Description	Estimated Value of Collateral
1.	7.50% SENIOR SECURED NOTES DUE 2025 ATTN: PETE LOPEZ 240 Greenwich Street, Floor 7E New York, NY, 10286 Fax : 1-212-815-5917	\$ 409,300,000	Real Estate, Equity, and Other Assets	\$409,300,000
2.	Tanner Servicios Financieros S.A. Huérfanos 863 – Piso 3, Santiago – Chile	\$12,679,523	Receivables	\$12,679,523
3.	Eurocapital S.A. Av. Apoquindo 3000, Of. 603 Las Condes, Santiago – Chile	\$10,701,649	Receivables	\$10,701,649
4.	Automotores Gildemeister Peru S.A. Av. Cristóbal de Peralta Norte #968 Lima, 33 Peru	\$2,500,000	Inventory / Receivables	\$3,000,000
5.	Factotal S.A. Av. Andrés Bello 2233 Piso 7 Providencia, Chile	\$901,221	Receivables	\$901,221
6.	Banco de Chile Huerfanos 980, PISO 3° Santiago, Chile	\$390,347	Real Estate	\$2,600,000

Fill in this information to identify the case and this filing:

Debtor Name Automotores Gildemeister SpA
United States Bankruptcy Court for the: Southern District of New York
(State)
Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets--Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement; Top 5 Secured Creditors List

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/12/2021
MM / DD / YYYY

x

Signature of individual signing on behalf of debtor

Eduardo Moyano

Printed name

Chief Financial Officer

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name: Automotores Gildemeister SpA

United States Bankruptcy Court for the Southern District of New York__

Case number (If known): 21-

☐ Check if this is an amended filing**Modified Official Form 204****Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	7.50% SENIOR SECURED NOTES DUE 2025 ATTN: PETE LOPEZ BANK OF NEW YORK MELLON 240 GREENWICH STREET, 7E NEW YORK, NY 10286	7.50% SENIOR SECURED NOTES DUE 2025 BANK OF NEW YORK MELLON EMAIL: PETER.LOPEZ@BNYMELLON.COM	DEFICIENCY CLAIM		\$521,096,081	\$409,300,000	\$111,796,081
2	8.250% SENIOR UNSECURED NOTES DUE 2021 ATTN: PETE LOPEZ BANK OF NEW YORK MELLON 240 GREENWICH STREET, 7E NEW YORK, NY 10286	8.250% SENIOR UNSECURED NOTES DUE 2021 BANK OF NEW YORK MELLON EMAIL: PETER.LOPEZ@BNYMELLON.COM	UNSECURED NOTES				\$23,205,372.75
3	7.50% SENIOR UNSECURED NOTES DUE 2021 ATTN: PETE LOPEZ BANK OF NEW YORK MELLON 240 GREENWICH STREET, 7E NEW YORK, NY 10286	7.50% SENIOR UNSECURED NOTES DUE 2021 BANK OF NEW YORK MELLON EMAIL: PETER.LOPEZ@BNYMELLON.COM	UNSECURED NOTES				\$9,858,105.93
4	6.750% SENIOR UNSECURED NOTES DUE 2023 ATTN: PETE LOPEZ BANK OF NEW YORK MELLON 240 GREENWICH STREET, 7E NEW YORK, NY 10286	6.750% SENIOR UNSECURED NOTES DUE 2023 BANK OF NEW YORK MELLON EMAIL: PETER.LOPEZ@BNYMELLON.COM	UNSECURED NOTES				\$2,664,771.38
5	HYUNDAI CORPORATION ATTN: JUNGHYUN CHO AVENIDA NUEVA DE LYON 096 PROVIDENCIA, SANTIAGO CHILE	HYUNDAI CORPORATION PHONE: +56 2 2233 7304 EMAIL: JOHN@HYUNDAICORP.COM	INVENTORY FINANCING				\$2,510,626.41
6	CHINA NATIONAL HEAVY DUTY TRUCK CORP. SH 14F & 15F, SINOTRUK TOWER NO 777 HUA' AO ROAD, INNOVATION ZONE JINAN, SHANDONG CHINA	CHINA NATIONAL HEAVY DUTY TRUCK CORP. EMAIL: YUJIANLIANG@SINOTRUK.COM	INVENTORY FINANCING				\$1,936,288.92
7	GUILLERMO REYES ROZAS BILBAO 738, CASA H34 CALAMA CHILE	GUILLERMO REYES ROZAS	CONTINGENT LITIGATION	CONTINGENT, UNDISPUTED, DISPUTED			\$1,185,016.18
8	FINANCE DEPARTMENT OF BELO HORIZONTE RODOVIA PAPA JOÃO PAULO II, 4.001 CIDADE ADMINISTRATIVA - GENERAL BUILDING 6TH AND 7TH FLOOR BAIRRO SERRA VERDE-BELO	FINANCE DEPARTMENT OF BELO HORIZONTE PHONE: (31) 3915-6270	CONTINGENT LITIGATION	CONTINGENT, UNDISPUTED, DISPUTED			\$1,037,631.35

Debtor Automotores Gildemeister SpA

Case number (if known)

21-

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
	HORIZONTE, MG BRAZIL						
9	SEGUROS GENERALES SURAMERICANA S.A. AV. LIBERTADOR BERNARDO O'HIGGINS 1449 SANTIAGO CHILE	SEGUROS GENERALES SURAMERICANA S.A. EMAIL: MANUEL.ZAPATA@SEGUROSSURA.CL	TRADE DEBT				\$633,257.89
10	VOLVO CAR CORPORATION SE-405 31 GOTENBURGO SWEDEN	VOLVO CAR CORPORATION	INVENTORY FINANCING				\$382,333.00
11	TOP TOWN COMERCIO DE VEICULOS LTDA. AVENIDA SENADOR LEMOS, 3330 (PA) BELEM BRAZIL	TOP TOWN COMERCIO DE VEICULOS LTDA. PHONE: (91) 98145-0195	CONTINGENT LITIGATION	CONTINGENT, UNDISPUTED, DISPUTED			\$325,156.94
12	CARLOS ALFARO ARRIAGADA EDMUNDO PÉREZ ZUJOVIC 10.890, DEP. 71 ANTOFAGASTA CHILE	CARLOS ALFARO ARRIAGADA	CONTINGENT LITIGATION	CONTINGENT, UNDISPUTED, DISPUTED			\$297,245.49
13	ASESORIAS Y GESTION DE PROCESOS S.A. ATTN: MIGUEL CLARO TORRE A 70 A44 PROVIDENCIA CHILE	ASESORIAS Y GESTION DE PROCESOS S.A. ATTN: MIGUEL CLARO EMAIL: RMORENO@AGPSA.CL	TRADE DEBT				\$240,557.24
14	YUTONG HONGKONG BUS CO LIMITED ATTN: RAIMUNDO ZHANG UNIT 503 5/F SILVER CORD TOWER 2 30 CANTON ROAD TSIM SHA TSUI KL HONG KONG	YUTONG HONGKONG BUS CO LIMITED ATTN: RAIMUNDO ZHANG EMAIL: ZHANGKANGB@YUTONG.COM	INVENTORY FINANCING				\$204,000.00
15	THM COMERCIO E SERVICO DE AUTOMOVEIS LTDA. AVENIDA ALMIRANTE ALEXANDRINO DE AL, 951 NATAL (RN) SAO PAULO BRAZIL	THM COMERCIO E SERVICO DE AUTOMOVEIS LTDA. PHONE: (84) 3243-2326 EMAIL: HELDERLANE@HOTMAIL.COM	CONTINGENT LITIGATION	CONTINGENT, UNDISPUTED, DISPUTED			\$176,704.02
16	CONSUELO ALVAREZ ARCOS AV. LOS CARRERA 419 EL MONTE CHILE	CONSUELO ALVAREZ ARCOS	CONTINGENT LITIGATION	CONTINGENT, UNDISPUTED, DISPUTED			\$172,985.44
17	CURIFOR S.A. AV. VICUNA MACKENNA 5951 SANTIAGO LA FLORIDA, REGION METROPOLITANA CHILE	CURIFOR S.A. EMAIL: ACALDERON@CURIFOR.COM	TRADE DEBT				\$153,350.58
18	BHARAT COMERCIAL SERVICOS E VEÍCULOS LTDA. ESTRADA BR-101 NORTE, CONTORNO W/O NUM. KM 291 CARIACICA 22184 SPAIN	BHARAT COMERCIAL SERVICOS E VEÍCULOS LTDA. PHONE: (27) 3346-2783 FAX: (27) 3346-2790	CONTINGENT LITIGATION	CONTINGENT, UNDISPUTED, DISPUTED			\$132,628.69

Debtor Automotores Gildemeister SpA

Case number (if known)

21-

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
19	ARENA CHILE S.A. ALMIRANTE PASTENE # 333 PISO 2 PROVIDENCIA CHILE	ARENA CHILE S.A. EMAIL: ELISA.ALCAINO@HAVASMG.COM	TRADE DEBT				\$128,603.07
20	DHL WORLDWIDE EXPRESS CHILE LIMITADA RIO ITATA 9651 SANTIAGO PUDAHUEL REGIÓN METROPOLITANA DE SANTIAGO CHILE	DHL WORLDWIDE EXPRESS CHILE LIMITADA EMAIL: CAROLINA.M.RODEIGUES@DHL.COM	TRADE DEBT				\$115,435.11
21	SOBRE RUEDAS COMERCIO DE VEICULOS E PECAS LTDA. RUA FRANCISCO MARQUES FONSECA, 621 BAYEUX, PB 58308-001 BRAZIL	SOBRE RUEDAS COMERCIO DE VEICULOS E PECAS LTDA. PHONE: (83) 98787-8175	CONTINGENT LITIGATION	CONTINGENT, UNDISPUTED, DISPUTED			\$111,670.79
22	AGENCIA DE ADUANAS FELIPE SERRANO SOLAR Y COMPANIA LIMITADA DR.MANUEL BARROS BORGONO 225 SANTIAGO PROVIDENCIA REGION METROPOLITANA DE SANTIAGO CHILE	AGENCIA DE ADUANAS FELIPE SERRANO SOLAR Y COMPANIA LIMITADA EMAIL: FSERRANOM@FSS.CL	TRADE DEBT				\$96,918.47
23	AMORIN ABOGADOS SAS OF. 705 PUNTA CARRETAS TOWER PEATONAL CONTINUACION, DR BOLIVAR BALINAS MONTEVIDEO 11300 URUGUAY	AMORIN ABOGADOS SAS EMAIL: INFO@AMORIN.UY	PROFESSIONAL SERVICES				\$86,436.86
24	TRANSPORTES	TRANSPORTES	CONTINGENT LITIGATION	CONTINGENT, UNDISPUTED, DISPUTED			\$84,317.00
25	TRANSPORTES TRANSAUTO LTDA. RUTA 68 KM 16,5 SANTIAGO CHILE	TRANSPORTES TRANSAUTO LTDA. EMAIL: RCHAVEZ@TRANSAUTO.CL	TRADE DEBT				\$82,148.99
26	GISER S.A ROGER DE FLOR 2736 81 SANTIAGO LAS CONDES REGIÓN METROPOLITANA DE SANTIAGO CHILE	GISER S.A EMAIL: ZCARTAGENA@GISER.CL	TRADE DEBT				\$75,904.48
27	ROXANA DIAZ ARCE CONDOMINIO STA. TERESA PARCELA 35 ISLA DE MAIPO CHILE	ROXANA DIAZ ARCE	CONTINGENT LITIGATION	CONTINGENT, UNDISPUTED, DISPUTED			\$69,453.13
28	WORLD CAR VEICULOS LTDA. AVENIDA VEREADOR REYNALDO FIGUEIRO BASTOS 4 POCOS DE CALDAS, MG BRAZIL	WORLD CAR VEICULOS LTDA.	CONTINGENT LITIGATION	CONTINGENT, UNDISPUTED, DISPUTED			\$63,624.99
29	CARGO TRADER LIMITADA SANTA ROSA 282 SANTIAGO CHILE	CARGO TRADER LIMITADA EMAIL: TRAFICO@PDQ.CL	TRADE DEBT				\$61,927.85
30	CITYTIME IMPORT EXPORT LIMITAD ZOFRIAUTOS PRIMER NIVEL 3 DEPTO LOCAL VILLA POB PABELLON AU IQUIQUE CHILE	CITYTIME IMPORT EXPORT LIMITAD EMAIL: DGRINSUN@CITYTIME.CL	TRADE DEBT				\$61,879.48

Rep.Nº 357-2021

phs.(Acta)

ACTA

PARTE PERTINENTE PUNTO QUINTO

SESIÓN EXTRAORDINARIA DE DIRECTORIO

AUTOMOTORES GILDEMEISTER SpA

CELEBRADA SIETE ABRIL DOS MIL VEINTIUNO

En Santiago, República de Chile, a doce de Abril del año dos mil veintiuno, ante mí, Cristián Andrés Del Fierro Ruedlinger, Abogado, Notario Público Interino de la Cuadragésima Cuarta Notaría de Santiago, con Oficio en Paseo Ahumada número doscientos cincuenta y cuatro, oficina cuatrocientos uno, comparece doña **ELENA ALBANA YUBERO GONCALVES**, chilena, soltera, abogado, cédula de identidad número diez millones novecientos setenta y cinco mil ochocientos diez guion ocho, domiciliada para estos efectos en esta ciudad, Avenida Las Condes número once mil, comuna Vitacura, Región Metropolitana, mayor de edad, quien acredita su identidad con la cédula citada y expone: Que debidamente



facultada, viene en reducir a escritura pública la parte pertinente, punto Quinto de la SESIÓN EXTRAORDINARIA DE DIRECTORIO DE AUTOMOTORES GILDEMEISTER SpA, celebrada el siete de abril del dos mil veintiuno, que a continuación se transcribe:

"SESIÓN EXTRAORDINARIA DE DIRECTORIO DE AUTOMOTORES GILDEMEISTER SpA. En Santiago de Chile, a siete de abril de dos mil veintiuno, siendo las diez treinta horas, en las oficinas de la sociedad ubicadas en Avenida Las Condes once mil, comuna de Vitacura, tiene lugar la presente Sesión Extraordinaria de Directorio de Automotores Gildemeister SpA, en adelante indistintamente la "Sociedad". **PRIMERO. ASISTENCIA.**

Asistieron a la reunión los directores señores Osvaldo Ricardo Lessmann Cifuentes, Manuel Baumann, Fernando de Solminihac Tampier, Tomás Casanegra Rivera, Klaus Winkler Springer, Donald Mackenzie y Aurelio García-Miró, todos quienes asistieron vía video conferencia. Presidió la reunión con Osvaldo Ricardo Lessmann Cifuentes quien certifica junto con la Secretaria del directorio, doña Elena Yubero Goncalves, Gerente de Asuntos Legales de la Sociedad, que todos los miembros del directorio asistieron vía videoconferencia y estuvieron debida y permanentemente conectados por toda la duración de ésta. Asistieron especialmente invitados, y también por videoconferencia, los señores Eduardo Moyano Luco, Gerente Corporativo de Administración y Finanzas de la Sociedad; Matías Marambio Calvo, subgerente de tesorería, y Francisco Marchant Menéndez, Gerente Corporativo de Operaciones. Asimismo,

asistieron especialmente invitados al efecto, y también por videoconferencia, el abogado externo Francisco Javier Illanes Munizaga; los asesores legales de la Sociedad en Nueva York, doña Jane VanLare y Adam Brenneman; y el señor Marcelo Messer, asesores financieros de Rothschild & Co."QUINTO.

APROBACIÓN DEL INICIO DE UN PROCEDIMIENTO PREPACK

CAPÍTULO ONCE. El señor Presidente entrega la palabra a la abogada Jane VanLare quien se refiere a la presentación que Cleary & Gottlieb preparó al efecto y que fue circulada por el Presidente con anterioridad a todos los miembros del directorio. Ella inicia su exposición, indicando al directorio que, como es de su conocimiento, en la sesión del veintidós de marzo de dos mil veintiuno el directorio acordó la suscripción de un contrato denominado RSA con un grupo de sus principales acreedores. Informa asimismo que ese contrato fue firmado con fecha treinta y uno de marzo de dos mil veintiuno. Conforme a los términos del RSA, Automotores Gildemeister SpA (la "Sociedad") y algunas de sus filiales realizarán una reestructuración financiera de sus obligaciones, deudas y estructura de capital, mediante el inicio de un procedimiento concursal voluntario bajo el Capítulo Once del *Bankruptcy Code* de los Estados Unidos de América, por la Sociedad y cada una de sus filiales (salvo por las filiales peruanas y costarricenses), bajo la modalidad *prepackaged - Straddle*. Considerando lo anterior, el Presidente informa que es necesario que este directorio se pronuncie sobre el inicio, por la Sociedad, de un procedimiento concursal voluntario bajo el Capítulo Once



del *Bankruptcy Code* de los Estados Unidos de América. Luego de un análisis e intercambio de opiniones, el directorio acordó, por la unanimidad de los directores asistentes, incluyendo a los directores elegidos por las acciones de la Serie C, aprobar el inicio de un procedimiento concursal voluntario bajo el Capítulo Once del *Bankruptcy Code* de los Estados Unidos de América, por considerar que ello mira en el mejor interés de la Sociedad. Adicionalmente, el directorio acordó, por la unanimidad de los directores asistentes, incluyendo a los directores elegidos por las acciones de la Serie C, lo siguiente: **uno**. Que cada uno de **Ricardo Lessmann Cifuentes, y/o Eduardo Moyano y/o Francisco Marchant** (cada uno de ellos un "Apoderado" y, colectivamente, los "Apoderados"), actuando individual e indistintamente, representen a la Sociedad, en Chile y en el extranjero, con las más amplias facultades posibles, para ejecutar, firmar y presentar en nombre de la Sociedad todas las peticiones, anexos, listas y otras mociones, papeles o documentos necesarios o convenientes para iniciar el Prepack Capítulo Once, realizar todas las gestiones y actuaciones judiciales y extrajudiciales que sean necesarias para esos efectos, tanto en Chile como en el extranjero, comprendiendo la facultad de presentar en Chile una Solicitud de Reconocimiento de un Procedimiento Extranjero en los términos del artículo trescientos catorce de la ley veinte mil setecientos veinte, y para tomar todas y cada una de las acciones que consideren necesarias o apropiadas para esos efectos, incluyendo, sin limitación, cualquier acción necesaria para mantener el curso ordinario de

los negocios de la Sociedad; **dos.** Que los Apoderados están autorizados a determinar el momento de la implementación de una petición voluntaria por parte de la Sociedad e iniciar un procedimiento bajo el Capítulo once del *Bankruptcy Code* y hacer la presentación que corresponda ante el Tribunal de Quiebras de los Estados Unidos para el Distrito Sur de Nueva York; **tres.** Cada uno de los Apoderados de la Sociedad, están autorizados y deberán retener y contratar en nombre de la Sociedad, **a:** **(i)** Cleary Gottlieb Steen & Hamilton LLP, **(ii)** Cariola Díez Pérez-Cotapos SpA, **(iii)** Bruzzzone & Gonzalez Abogados, **(iv)** Rothschild & Co US Inc, **(v)** FTI Consulting Canada ULC, **(vi)** Prime Clerk LLC, **(vii)** Rebaza, Alcázar & De Las Casas; **(viii)** Hughes & Hughes; **(ix)** EY Law S.A.; **(x)** Veirano Advogados; **(xi)** los asesores del Grupo Ad Hoc, en cumplimiento de las obligaciones de la Sociedad establecidas por el Grupo Ad Hoc en el RSA; y **(x)** cualquier otro profesional que asista a la Sociedad en el desempeño de sus respectivas funciones en virtud del *Bankruptcy Code* y asuntos relacionados, y en relación con ello, dichas personas sean, y cualquiera de ellas sea por la presente, autorizadas y dirigidas a ejecutar los acuerdos de retención apropiados, a pagar los retenedores apropiados antes o inmediatamente después de la presentación del caso bajo el Capítulo once del *Bankruptcy Code*, y a hacer que se presente una solicitud apropiada de autorización para contratar los servicios de cualquier otro profesional según sea necesario; **cuatro.** Que cada Apoderado de la Sociedad está facultado, en nombre de la Sociedad, a tomar dichas acciones y a



realizar, firmar, ejecutar, reconocer y entregar (y registrar en los registros pertinentes, si es necesario) todos y cada uno de los acuerdos (incluyendo los anexos a los mismos), enmiendas, declaraciones juradas, órdenes, instrucciones, certificados, solicitudes, recibos, estados financieros u otros instrumentos que puedan ser razonablemente necesarios para dar efecto a las resoluciones anteriores y para ejecutar y entregar dichos instrumentos, y para cumplir plenamente los términos y disposiciones de los mismos; **cinco.** Que, en relación con el inicio de un procedimiento en virtud del Capítulo Once del *Bankruptcy Code*, los Apoderados están autorizados, facultados y dirigidos, en nombre y por cuenta de la Sociedad, **(a)** autorizar, negociar, ejecutar y entregar un contrato de crédito (*DIP Credit Agreement*) consistente con el DIP Term Sheet que se adjunta como Anexo II del Plan Term Sheet (dicho acuerdo de crédito, según sea modificado, reformulado complementado, o modificado de otro modo de vez en cuando, el "Contrato de Crédito DIP"), por y entre Automotores Gildemeister SpA y algunas de sus filiales, como prestatarios, garantes o pignorantes en virtud del mismo, ciertas instituciones financieras, como prestamistas en virtud del mismo (los "Prestamistas DIP"), Acquiom Agency Services LLC, como agente administrativo en virtud del mismo (el "Agente DIP"), y TMF Group New York, LLC, como agente de garantías en virtud del mismo (el "Agente de Garantías"), **(b)** negociar, ejecutar y entregar garantías de filiales respecto del Contrato de Crédito DIP por parte de determinadas filiales de Automotores Gildemeister SpA, **(c)**

conceder garantías reales a favor del Agente de Garantías, en beneficio de los Prestamistas DIP, para garantizar las obligaciones en virtud del Contrato de Crédito DIP y los demás documentos de préstamo ejecutados en relación con el mismo, y **(d)** autorizar, negociar, suscribir y otorgar los acuerdos, instrumentos y documentos adicionales que los Apoderados que los ejecuten consideren necesarios, adecuados o convenientes, así como ejecutar y entregar cada uno de los acuerdos, instrumentos o documentos que deban ejecutarse y entregarse, en nombre y por cuenta de la Sociedad, en virtud de los mismos o en relación con ellos, todo ello con las modificaciones y adiciones que apruebe cualquier Apoderado, aprobación que quedará demostrada de forma concluyente por la realización de dicha acción o por la ejecución y entrega de los mismos....." **OCTAVO.** El Directorio acordó facultar a doña Elena Yubero Goncalves, a don Francisco Javier Illanes Munizaga, a don Sergio Balharry Rovegno y a don Cristóbal Morales Deik para que uno cualquiera de ellos actuando individualmente, reduzca a escritura pública todo o parte del acta que se levante de esta sesión de Directorio, así como facultar al portador de copia autorizada de dicha escritura para requerir las inscripciones, subinscripciones y anotaciones que se estimen convenientes. **NOVENO. CIERRE DE LA SESIÓN.** El Presidente señala que, si ningún director desea mayor información o hacer uso de la palabra, se pondrá término a esta sesión. Se ofrece la palabra. Nadie hace uso de la palabra. No habiendo otras materias que tratar, se levanta la sesión siendo las doce quince



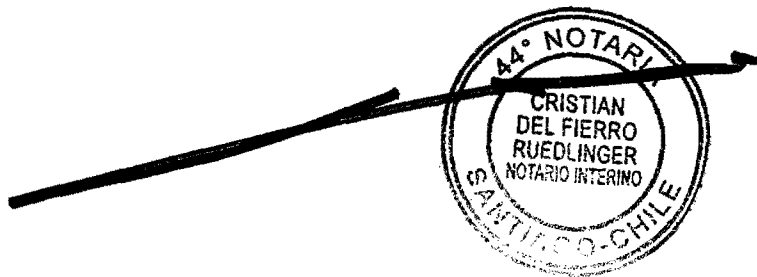
horas. Ricardo Lessmann Cifuentes Presidente. Manuel Baumann. Fernando de Solminihac Tampier. Tomás Casanegra Rivera. Klaus Winkler Springer. Donald Marckenzie. Aurelio García-Miró. Elena Yubero Goncalves. Secretaria." Conforme.- La facultad con que actúa la compareciente, consta de la parte pertinente del Acta pre-inserta.- En comprobante y previa lectura, firma la compareciente.- Se da copia.- Anotado en el Repertorio de esta Cuadragésima Cuarta Notaría con el número trescientos cincuenta y siete guión dos mil veintiuno.-

Dayte..

FIRMA:

NOMBRE: ELENA ALBANA YUBERO GONCALVES

Elena Yubero



**Firmo la presente copia, que es testimonio fiel del original
Santiago 12-04-2021.**



ESC-210412-1503-59657

Este documento incorpora una firma electrónica avanzada, según lo indicado en la Ley N°19.799 y en el Autoacordado de la Excm. Corte Suprema. Su validez puede ser consultada en el sitio Web www.cbrchile.cl con el código de verificación indicado sobre estas líneas.

Rep.N°357-2021phs.(Minutes)

MINUTES

RELEVANT PART FIFTH POINT

EXTRAORDINARY MEETING OF THE BOARD OF DIRECTORS

AUTOMOTORES GILDEMEISTER SpA

HELD ON APRIL SEVEN TWO THOUSAND TWENTY-ONE

In Santiago, Republic of Chile, on the twelfth day of April of the year two thousand and twenty-one, before me, Cristian Andres Del Fierro Ruedlinger, Attorney at Law, Acting Notary Public of the Forty-fourth Notary Public of Santiago, with office at Paseo Ahumada number two hundred and fifty-four, office four hundred and one, appears **ELENA ALDANA YUBERO GONCALVES**, Chilean, single, lawyer, identity card number ten million nine hundred and seventy-five thousand eight hundred and ten dash eight, domiciled for these purposes in this city, Avenida Las Condes number eleven thousand, Vitacura commune, Metropolitan Region, of legal age, who accredits her identity with the aforementioned identification card and states: That duly



the Board of Directors, as authorized, hereby reduces to a public deed the pertinent part, point Five of the EXTRAORDINARY MEETING OF THE BOARD OF DIRECTORS OF GILDEMEISTER SpA, held on April seventh, two thousand twenty-one, which is transcribed as follows: **EXTRAORDINARY MEETING OF THE BOARD OF DIRECTORS OF AUTOMOTORES GILDEMEISTER SpA.** In Santiago, Chile, on April seventh, two thousand and twenty-one, at ten thirty hours, this Extraordinary Meeting of the Board of Directors of Automotores Gildemeister SpA, hereinafter referred to indiscriminately as the "Company", is held at the Company's offices located at Avenida Las Condes eleven thousand, Vitacura. **FIRST. ATTENDANCE.** The meeting was attended by the following directors: Osvaldo Ricardo Lessmann Cifuentes, Manuel Baumann, Fernando de Solminihac Tampier, Tomas Casanegra Rivera, Klaus Winkler Springer, Donald Mackenzie and Aurelio Garcia-Miro, all of whom attended via video conference. The meeting was chaired by Osvaldo Ricardo Lessmann Cifuentes who certifies together with the Secretary of the Board, Ms. Elena Yubero Goncalves, the Company's Legal Affairs Manager, that all members of the Board attended via videoconference and were duly and permanently connected for the entire duration of the meeting. Special guests also attending by videoconference were Mr. Eduardo Moyano Luco, Corporate Manager of Administration and Finance of the Company; Mr. Matias Marambio Calvo, Deputy Treasury Manager, and Mr. Francisco Marchant Menendez, Corporate Operations Manager.

Likewise, specially invited for this purpose, and also via videoconference, was outside counsel Francisco Javier Illanes Munizaga; the Company's legal advisors in New York, Ms. Jane VanLare and Adam Brenneman; and Mr. Marcelo Messer, financial advisors with Rothschild & Co. "FIFTH.

APPROVAL OF THE INITIATION OF A PREPACK PROCEDURE

CHAPTER ELEVEN. Mr. President gives the floor to attorney Jane VanLare who refers to the presentation that Cleary & Gottlieb prepared for this purpose and that was previously circulated by the President to all the members of the Board of Directors. She begins her presentation by indicating to the Board of Directors that, as they are aware, at the meeting held on March twenty-second, two thousand twenty-one, the Board of Directors agreed to sign a contract titled RSA with a group of its main creditors. She also informs them that this agreement was signed on March thirty-first, two thousand twenty-one. In accordance with the terms of the RSA, Automotores Gildemeister SpA (the "Company") and some of

its affiliates will carry out a financial restructuring of their obligations, debts and capital structure through the initiation of a voluntary bankruptcy proceeding under Chapter Eleven of the *Bankruptcy Code* of the United States of America, by the Company and each of its affiliates (except for the Peruvian and Costa Rican affiliates), under the form *prepackaged - Straddle*. Considering the above, Mr. President informs that it is necessary for this Board of Directors to begin the commencement, by the Company, of a voluntary bankruptcy proceeding under Chapter Eleven of the



of the *Bankruptcy Code* of the United States of America. After a discussion and exchange of opinions, the Board of Directors agreed, by unanimous vote of the directors in attendance, including the directors elected by the Series C shares, to approve the initiation of voluntary bankruptcy proceedings under Chapter Eleven of the *Bankruptcy Code* of the United States of America, considering that it is in the best interest of the Company. In addition, the Board of Directors agreed, by unanimous vote of the directors in attendance, including the directors elected by the

Series C shares, as follows: **one.** That each of **Ricardo Lessmann Cifuentes, and/or Eduardo Moyano and/or Francisco Marchant** (each a "Proxy" and, collectively, the "Proxies"), acting individually and indiscriminately, represent the Company, in Chile and abroad, with the broadest possible powers, to execute, sign and represent in the name of the Company all petitions, annexes, schedules and other motions, papers or documents necessary or desirable to commence the Chapter Eleven Prepack, and to take all judicial and extrajudicial actions and proceedings necessary for such purposes, both in Chile and abroad, including the power to file in Chile an Application for Recognition of a Foreign Proceeding under the terms of article three hundred and fourteen of law twenty thousand seven hundred and twenty, and to take any and all actions they deem necessary or appropriate for such purposes, including, without limitation,

any action necessary to maintain the ordinary course of business of the Company;

two. That the Proxies are authorized to determine the time for the implementation of a voluntary petition by the Company and to initiate a proceeding under Chapter Eleven of the *Bankruptcy Code* and to make the appropriate filing in the United States Bankruptcy Court for the Southern District of New York; **three.** Each of the Company's Proxies, are authorized to, and shall, retain and contract on behalf of the Company, **a:** **(i)** Cleary Gottlieb Steen & Hamilton LLP, **(ii)** Cariola Diez Perez-Cotapos SpA, **(iii)** Bruzzzone & Gonzalez Abogados, **(iv)** Rothschild & Co US Inc, **(v)** FTI Consulting Canada ULC, **(vi)** Prime Clerk LLC, **(vii)** Rebaza, Alcazar & De Las Casas; **(viii)** Hughes & Hughes; **(ix)** EY Law S.A.; **(x)** Veirano Advogados; **(xi)** **the** advisors to the Ad Hoc Group, pursuant to the Company's obligations set forth by the Ad Hoc Group in the RSA; and **(x)** any other professionals assisting the Company in the performance of its respective duties under the *Bankruptcy Code* and related matters, and in connection therewith, such persons are, and any of them hereby are, authorized and directed to execute the appropriate retention agreements, to pay appropriate retainers before or immediately after the filing of the case under Chapter 11 of the *Bankruptcy Code*, and to cause an appropriate application for authority to engage the services of such other professionals as may be necessary; **four.** That each Proxies of the Company is empowered, on behalf of the Company, to take such actions already



to make, execute, execute, acknowledge and deliver (and to record in the appropriate records, if necessary) any and all agreements (including exhibits thereto), amendments, affidavits, affidavits, orders, instructions, certificates, requests, receipts, financial statements and other instruments as may be reasonably necessary to give effect to the foregoing resolutions and to execute and deliver such instruments, and to carry out in full the terms and provisions thereof; **five.** That, in connection with the commencement of a proceeding under Chapter Eleven of the *Bankruptcy Code*, the Proxies are authorized, empowered and directed, in the name and on behalf of the Company, **(a)** to authorize, negotiate, execute and deliver a credit agreement (*DIP Credit Agreement*) consistent with the DIP Term Sheet attached as Exhibit II to the Plan Term Sheet (such credit agreement, as amended, restated supplemented, or otherwise modified, the “Dip Credit Agreement”), by and between Automotores Gildemeister SpA and certain of its affiliates, as borrowers, guarantors or pledgers thereunder, certain financial institutions, as lenders thereunder (the “DIP Lenders”), Acquiom Agency Services LLC, as administrative agent thereunder (the “DIP Agent”), and TMF Group New York, LLC, as collateral agent thereunder (the “Collateral Agent”), **(b)** to execute, execute, and deliver the guarantees of affiliates with respect to the Dip Credit Agreement for certain affiliates of Automotores Gildemeister SpA, **(c)** grant security interests in favor of the Collateral Agent, for the benefit of the DIP Lenders, to secure the obligations under the DIP Credit Agreement and the other loan documents executed in connection therewith, and **(d)** authorize, negotiate, execute and deliver such further agreements, instruments and documents as the Proxies may deem necessary, appropriate or desirable, as well as execute and deliver, on behalf and on account of the Company, by virtue thereof or in connection with, all of the changes and additions that each Proxy approves, approval that will be conclusively demonstrated by the performance of said action or by the execution and delivery thereof...” **EIGHTH.** The Board of Directors agreed to authorize Ms. Elena Yubero Goncalves, Mr. Francisco Javier Illanes Munizaga, Mr. Sergio Balharry Rovegno and Mr. Cristobal Morales Diek, so that any of

them acting individually, may reduce to public deed some or all of the minutes of this meeting of the Board of Directors, as well as to empower the bearer of an authorized copy of said

deed to request the inscriptions, subscriptions and annotations that are deemed desirable. **NINTH. CLOSING OF THE MEETING.** Mr. President indicates that if no director wishes to provide further information or speak, this meeting will be adjourned. The floor is offered. No one takes the floor. There being no other issues to discuss, the meeting was adjourned at twelve fifteen o'clock in the afternoon. Ricardo Lessman, CEO. Manuel Baumann. Fernando de Solminihaq Tampier. Tomas Casanegra Rivera. Klaus Winkler Springer. Donald Marckenzie. Aurelio Garcia-Miro. Elena Yubero Goncalves. Secretary. Agreement. The faculty with which the appearing party acts, consists of the pertinent part of the pre-inserted act. The parties sign after receipt and review. Noted in the Forty-Fourth Notary Report with the number three hundred fifty seven dash two thousand twenty one.

[Signature]

I sign this copy, which is a true and accurate copy of the original Santiago 12-04-2021.

ESC-210412-1503-59657

This document incorporates an advanced electronic signature, as indicated in Law No. 19,799 and in the Autoacordado de la Excmá Corte Suprema. Its validity can be checked on the Web site www.cbrchile.cl with the verification code indicated above these lines.